

The background of the lower half of the cover is decorated with several thick, flowing, wavy lines in shades of green and blue. These lines create a sense of movement and depth, framing the central text.

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

2013

BYLAWS

CONTENTS

Article I. Name and Office.....	3
Article II. Purpose.....	3
Article III. Use of Name.....	3
Article IV. Membership and Dues.....	4
Article V. Nominations and Elections.....	5
Article VI. Officers and Directors.....	6
Article VII. Board of Directors.....	8
Article VIII. Executive Committee.....	9
Article IX. Committees of AAUW.....	10
Article X. State or Multistate Organizations.....	11
Article XI. Branches.....	11
Article XII. Additional AAUW Entities.....	12
Article XIII. Financial Administration.....	12
Article XIV. Executive Director.....	13
Article XV. Meetings of the Membership.....	14
Article XVI. Parliamentary Authority.....	14
Article XVII. Indemnification.....	15
Article XVIII. Amendments to the Bylaws.....	15

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, INC.

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of this Corporation shall be the American Association of University Women, Inc., hereinafter known as “AAUW” or the “Corporation.”

Section 2. Principal Office. The principal office of AAUW shall be in Washington, D.C., or at such other place as the AAUW Board of Directors shall determine.

Section 3. Legal Compliance. AAUW shall comply with the requirements of federal law and District of Columbia corporate law. AAUW shall not take any action in contravention of Sections Fourth, Fifth, or Eighth of the District of Columbia Certificate of Incorporation of AAUW.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. AAUW is organized, and shall be operated, exclusively for any or all charitable, educational, scientific, or literary purposes that may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and exempt it from federal income tax under section 501(a) of the Code.

Section 2. Policies and Program. In keeping with this purpose, AAUW shall

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women;
- c. cooperate with other organizations and foundations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Certificate of Incorporation, and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. State and multistate organizations, branches, and other AAUW-affiliated entities that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors shall be final.

(3) Saving Clause. No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or other AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more branches or other AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

- b. **Partner Member.** College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or other AAUW-affiliated entity following the procedures set forth in the state or branch bylaws.
- c. **Other Partner Members.** Other partner members include educational or other institutions and organizations meeting criteria established by the Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

Section 5. Dues.

- a. **Amount.**
 - (1) The annual dues for individual members shall be established by a two-thirds vote of the Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.
 - (2) Dues for partner members shall be set by the Board of Directors.
 - (3) Dues shall include the AAUW publication distributed to all members electronically or by mail.
- b. **Payment.** Member dues shall be payable in accordance with procedures established by policy.
- c. **Reciprocity.** A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 6. Severance of Membership. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. **Composition and Appointment.** The Board of Directors shall appoint a chair and an alternate chair for the Nominating Committee from applicants who have served in any position on a previous AAUW Nominating Committee. The Board shall also appoint from applications received a minimum of five additional members and one alternate. Geographical representation should be considered.

- b. Terms. The chair, alternate chair, and committee members shall be appointed by January 1 of even-numbered years and shall serve until June 30 of the odd-numbered years. No member of the Nominating Committee shall serve more than two consecutive terms as a member, a third term being possible only as chair. No member shall serve more than two consecutive terms as chair.
- c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, that member must resign immediately from the committee, and the position on the committee shall be filled by the appointed alternate. If the alternate has already become a member of the committee, the Board of Directors shall fill the vacancy.

Section 2. Nominations.

- a. No later than eight months prior to elections, the chair of the Nominating Committee shall notify the entire AAUW membership of the officer and director positions to be elected by the membership and request nominations. Any member may propose candidates. The Nominating Committee shall be empowered to seek and propose qualified candidates.
- b. The Nominating Committee shall submit recommendations to the Board of Directors for its approval and announcement of the names of one or more nominees for each elected position to be filled in AAUW. The names of these nominees with their credentials shall be published for the entire membership at least 30 days prior to the election.

Section 3. Elections. Elections shall be held in which all members may vote in person, electronically, or by mail. A majority of the votes cast shall be necessary for election unless there are more nominees than positions to be filled for members of the Board of Directors, in which case a plurality shall elect. If there are three or more candidates for the position of president or vice president, a preferential voting system shall be used.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors. The elected officers and directors shall be the president, vice president, and ten directors. The president and vice president shall have served previously on the AAUW Board of Directors or on the board of one of its predecessor corporations.
- b. Appointed Officers and Directors. At the first meeting of the incoming officers and directors following election, the elected officers and directors shall appoint three additional directors. A finance vice president, with the requisite skills, and a Board secretary shall be appointed from among the elected or appointed members.

Section 2. Duties. Officers and directors shall perform the duties described by these Bylaws, AAUW policies, and the parliamentary authority adopted by AAUW.

- a. President. The president shall have the usual executive powers of supervision and management as may pertain to the office of president and such other powers and duties as designated by the Board of Directors and the Executive Committee; shall serve ex officio on all committees except the Nominating and Audit committees; and shall execute, with the executive director of AAUW, all appropriate legal documents of AAUW.

- b. Vice President. The vice president shall assume the office of the president in the event of a vacancy in that office; perform the duties of the president in all cases in which the president is unable to serve; assist in such matters as may be delegated by the president or the Board of Directors; and serve as a member of any committee, except the Nominating or Audit committees, whenever designated by the president.
- c. Finance Vice President. The finance vice president shall perform the duties of the president in all cases in which the president and vice president are unable to serve. The finance vice president shall perform the duties usually pertaining to that office and serve as the treasurer of AAUW, chair of the Finance Committee, and chair of the Investment Committee. In addition, the finance vice president shall provide oversight to ensure proper custody of the deeds, business papers, and the bonds and other securities belonging to the Corporation and, with the approval of the Board of Directors, make special arrangements with a recognized financial institution or institutions regarding investments in securities and their safekeeping.
- d. Board Secretary. The secretary shall be responsible for the minutes of AAUW and assist in such matters as may be delegated by the president or Board of Directors.
- e. Directors. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

Section 3. Terms of Office.

- a. Terms of Office. The officers and directors shall serve for a term of two years each or until their successors are elected and take office or until their resignation or removal.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1. The incoming or continuing president may call and hold a meeting of the incoming Board of Directors or of the incoming Executive Committee (see Article VIII) prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1.
- c. Removal from Office. An officer or director of the Corporation may be removed for any reason by a two-thirds vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Maximum Terms.

- a. All officers and directors shall be eligible for reelection or reappointment to the office or to another office for one additional term.
- b. The office of the president may be filled without regard to previous consecutive service and shall be limited to no more than two consecutive terms.
- c. Service in any office for one-half or more of the term shall be considered a full term.
- d. No member shall hold more than one Board position, elected or appointed, at any given time.

Section 5. Vacancies.

- a. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the president shall be filled by the elected vice president.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Corporation. The executive director shall be an ex officio member without vote.

Section 2. Powers and Duties. In accordance with the Certificate of Incorporation and resolutions, the Board of Directors shall have the general power to

- a. provide oversight to ensure the proper administration of the affairs of AAUW; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, or these Bylaws;
- b. appoint the directors of the 501(c)(4) AAUW Action Fund, standing committee members, and such other board and committee members as may be designated;
- c. appoint the executive director;
- d. act for AAUW between meetings of the membership;
- e. provide oversight to ensure the implementation of mission-based programs that are consistent with AAUW's strategic plan and Public Policy Program;
- f. adopt rules to govern its proceedings;
- g. establish task forces or special committees as needed;
- h. determine date and location for any official meetings of AAUW;
- i. engage a certified public accountant to audit the books annually;
- j. provide oversight for the publication of an annual report;
- k. authorize the execution of trust agreements on behalf of AAUW.

Section 3. Delegation of Power.

The Board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

- a. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least once a year at the call of the president at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Board will take effect if passed by the majority of the members of the Board.
- b. **Special Meetings.** Special meetings of the Board may be called by the president or shall be called upon the written request of any four members of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the president on any question submitted to the Board members in writing, provided that every member of the Board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. The vote, by any means permitted by District of Columbia Code, shall be returned to the executive director or representative. If all

Board members vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at a Board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members. There shall be no proxy or ballot voting.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the president, vice president, finance vice president, Board secretary, and two directors elected by the Board of Directors from among the remaining 11 directors. The executive director serves ex officio without vote.

Section 2. Powers and Duties. Subject to the limitations contained in applicable law, the Executive Committee shall have the powers and duties prescribed by the Bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall

- a. act on matters that may properly come before the Board of Directors in the interim between Board meetings and report to the Board its work and actions;
- b. have general supervision over the corporate and legal affairs of AAUW in conformity with the Certificate of Incorporation, resolutions, and the laws of the District of Columbia;
- c. review staff operations.

Section 3. Meetings. The Executive Committee shall meet at least once a year at the call of the president and at other times at the call of the president or at the written request of three members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the president on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. The vote, by any means permitted by District of Columbia Code, shall be returned to the executive director or representative. If all Executive Committee members vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members unless otherwise specified by these Bylaws (see Article VIII. Section 4.) There shall be no proxy or ballot voting.

ARTICLE IX. COMMITTEES OF AAUW

Section 1. Standing Committees.

- a. There shall be the following standing committees: Investment, Audit, Finance, and Governance.
- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and working rules adopted by the Board.
 - (1) The Investment Committee shall advise the Corporation regarding the investment and management of the long-term funds and recommend to the Board the employment of investment advisers.
 - (2) The Audit Committee shall oversee the Corporation's reporting practices, compliance, internal controls, and financial management and shall report to the Board of Directors. The Audit Committee shall recommend an independent auditor to the Board of Directors for approval.
 - (3) The Finance Committee shall oversee the preparation of the annual budget for presentation to the Board of Directors and shall advise the Board of Directors on the administration of the financial matters of the Corporation and the investment of funds, with the exception of the long-term funds, which are overseen by the Investment Committee.
 - (4) The Governance Committee shall oversee the Bylaws, policies, and working rules of the Corporation.
- c. Other Standing Committees. There may be such other standing committees as the Board of Directors shall authorize.
- d. Committee Chairs. The chairs of standing committees shall be non-Board members appointed by the Board of Directors except as specified by these Bylaws. The Audit Committee chair may be a Board member.
- e. Committee Members. There shall be a minimum of three members, one of whom is the chair, on each standing committee. At least one non-Board member shall serve on the Audit Committee; no officer may serve on the Audit Committee. The composition of committees shall be determined by the Board of Directors.
- f. Terms. Committee members shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the same committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one or more committees, the third term being possible only if the member becomes chair.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors as necessary. The chairs and members of such committees shall be appointed by the president and approved by the Board or as appropriate by the Executive Committee.

Section 3. Qualifications. At least a majority of the members of any committee shall be members of AAUW.

Section 4. Reports. All committees shall provide written reports to the Board of Directors for the annual meeting and such other times as requested.

Section 5. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. All branches and/or other AAUW-affiliated entities within that organization shall be automatically affiliated. If such an organization already exists, it will remain in effect until such time as the affiliated branches determine that such an organization should no longer exist.

Section 2. Purpose. These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with these AAUW Bylaws.

Section 3. Contact. Each state or multistate organization shall provide AAUW with a designated contact for administration and finance. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

Section 4. Recorded Minutes. Each state or multistate organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each state or multistate meeting and board meeting.

Section 5. Property and Assets. The title to all property, funds, and assets is vested in the state or multistate structure for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of an affiliated state or multistate organization or the termination of its affiliation with AAUW, all assets of the state or multistate organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XI. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be a virtual, online branch not tied to a geographic area.

Section 2. Organization.

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with these AAUW Bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch shall provide AAUW with designated contacts for administration and finance. Each branch shall also designate a member other than the contacts for administration and finance to record the minutes of each branch and branch board meeting.

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch shall have the right to appeal to the Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of a branch is vested in the branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The branch or comparable AAUW-affiliated entity shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW. In the event of the dissolution of the branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XII. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, states, and/or AAUW-affiliated entities may form other affiliations with one another to serve common AAUW purposes. If desired, they may seek recognition of those AAUW entities following procedures and policies established by the AAUW Board of Directors.

ARTICLE XIII. FINANCIAL ADMINISTRATION**Section 1. Administration.** The Board of Directors shall have responsibility to

- a. oversee the administration of finances;
- b. oversee the management, acquisition, and disposition of Corporation property and equipment in accordance the Bylaws;
- c. oversee the development of pilot projects relative to membership and dues payment procedures;
- d. approve all investments and all disbursements of funds;
- e. oversee procedures for disbursements under limited and proper delegation of authority;

- f. approve annual reports of the finance vice president and auditor in the annual report;
- g. oversee the acceptance or declining of funds and other gifts, bequests, and devises for the general purposes of AAUW.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Dissolution. In the event that either by vote of the membership of this Corporation or by legal action or otherwise, this Corporation is dissolved or liquidated, (a) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefore; and (b) all remaining assets, of every nature and description whatsoever, shall be distributed, in accordance with the general laws of the District of Columbia, to one or more organizations exempt from federal tax under section 501(c)(3) of the Code and described in section 170(b)(1)(A) (other than in clauses (vii) and (viii) of the Code) or the corresponding provisions of any future United States internal revenue law, each of which has been in existence and so described for a continuous period of at least 60 calendar months immediately preceding the distribution. To the maximum extent allowable by law, such organization(s) shall be selected by the Board of Directors.

ARTICLE XIV. EXECUTIVE DIRECTOR

Section 1. Appointment. The executive director shall be a salaried, nonvoting administrator of AAUW and the corporate secretary, appointed by the Board of Directors.

Section 2. Duties. The executive director shall

- a. be chief administrative officer of AAUW and the director of the staff;
- b. be responsible for the execution of plans and policies officially adopted by AAUW or the Board of Directors;
- c. appoint all professional staff members;
- d. make recommendations to the Board of Directors relative to the program, policies, and activities of AAUW;
- e. be the corporate secretary and, as such, shall have custody of the seal and ensure compliance with the Corporation's legal obligations;
- f. execute, with the president, all appropriate legal documents of AAUW;
- g. attend all meetings of AAUW in nonvoting ex officio capacity and be a nonvoting ex officio member of the Board of Directors and any special committees as deemed appropriate by the Board of Directors;
- h. serve as an ex officio, nonvoting member of standing committees except as follows:
 - (1) not serve as a member of the Nominating or Audit committees;
 - (2) serve only on a consultant basis to the work of the Governance Committee when appropriate for implementation of policies, especially as related to staff and management activities.

Section 3. Performance Review. The performance of the executive director shall be reviewed annually by the president and the Executive Committee. A report of the review shall be distributed to the Board of Directors.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The annual meeting shall be held in the District of Columbia, or such other place as may be designated by the Board of Directors. Written notice, or electronic notice if permitted by law, of the time and place of the meeting shall be sent to all members at least 30 days prior to the date of such meeting. At the annual meeting AAUW shall

- a. receive written reports on the activities and financial condition of the Corporation;
- b. transact such other business as may properly come before it.

Section 2. Convention. A convention of AAUW may be held in the District of Columbia, or such other place as may be designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors or at the request of five percent of the membership. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of the meeting and the purpose for which the meeting is called, shall be delivered at least 30 days before the date of the meeting to all members.

Section 4. Voting.

- a. Each AAUW member in good standing at the time of the meeting notice shall be entitled to one vote on any item of business.
- b. Members shall be entitled to vote on noticed business items by paper or electronic ballot following procedures designated by the AAUW Board of Directors. Such vote may include election of the Board of Directors and adoption or amendment of the Public Policy Program, resolutions, and amendments to the Bylaws. Members voting by these methods are considered to be present at the meeting.
- c. There shall be no proxy voting.
- d. Five percent of the members entitled to vote shall constitute a quorum.
- e. Ballots equal in number to at least five percent of the votes entitled to be cast must be cast for a vote to be counted. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds vote shall be required to adopt amendments to these Bylaws.
- f. The vote shall be conducted under the supervision of the secretary of the Board of Directors. The system and policies to be used for the conduct of the vote, including methods by which every member's input is sought prior to the submission of the proposal for final adoption, shall be adopted by a two-thirds vote of the Board of Directors and shall be made available to the membership.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern AAUW in all instances in which they are applicable and in which they are not inconsistent with these Bylaws or with the requirements of the District of Columbia.

ARTICLE XVII. INDEMNIFICATION

To the maximum extent allowable by law, AAUW may (as determined from time to time by the Board of Directors) indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, committee member, executive director, employee, or agent of AAUW. Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW shall be indemnified by AAUW against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, executive director, or employee in connection with any threatened, pending, or completed action, suit or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, committee member, executive director, or employee of AAUW, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of AAUW and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonably believed to be in, or not opposed to, the best interests of AAUW, was negligent, engaged in misconduct, or, with respect to any criminal proceeding, had reasonable cause to believe that her/his conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board, officer, committee member, executive director, or employee is entitled.

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a two-thirds vote of members voting. All proposals for amendments shall be sent to the Governance Committee. Proposed Bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting. Every amendment to the AAUW Bylaws shall become effective and binding on all AAUW entities.

Adopted June 27, 2009, St. Louis, MO
Amended June 17, 2011, Washington, DC
Amended June 11, 2013, New Orleans, LA